

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM412098

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
POWERSCHOOL SPECIAL EDUCATION INC.		06/22/2016	Corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	POWERSCHOOL SPECIAL EDUCATION LLC		
Street Address:	150 PARKSHORE DRIVE		
City:	FOLSOM		
State/Country:	CALIFORNIA		
Postal Code:	95630		
Entity Type:	Limited Liability Company: VIRGINIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4410048	TIENET	
Registration Number:	2701050	TIENET	
CORRESPONDENCE DATA			
Fax Number:	2124464900		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	susan.zablocki@kirkland.com		
Correspondent Name:	Susan Zablocki		
Address Line 1:	Kirkland & Ellis LLP		
Address Line 2:	601 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:	Susan Zablocki		
SIGNATURE:	/susan zablocki/		
DATE SIGNED:	01/12/2017		
Total Attachments: 2			
source=PowerSchool Special Education Inc. - Virginia Articles of Conversion#page1.tif			
source=PowerSchool Special Education Inc. - Virginia Articles of Conversion#page2.tif			

CH \$65.00 4410048

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 22, 2016

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

PowerSchool Special Education Inc.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective June 22, 2016.

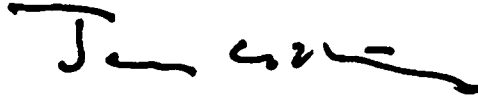
When the certificate becomes effective, PowerSchool Special Education Inc. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

PowerSchool Special Education LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

**ARTICLES OF ENTITY CONVERSION OF
POWERSCHOOL SPECIAL EDUCATION INC.**

The undersigned, on behalf of the corporation named below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to the filing of these articles of entity conversion is PowerSchool Special Education Inc. The corporation shall convert to a Virginia limited liability company and its name shall be PowerSchool Special Education LLC.
2. The plan of entity conversion, pursuant to § 13.1-722.10 of the Code of Virginia, is set forth as follows:
 - A. The full text of the articles of organization of the resulting limited liability company as they will be in effect immediately after consummation of the conversion is attached hereto.
 - B. All of the outstanding capital stock of the Converting Entity, consisting of 1,000 shares of Common Stock, no par value, shall, by virtue of the conversion and without any action on the part of the sole shareholder thereof, be converted into, in the aggregate, one hundred percent (100%) of the membership interest of the Converted Entity.
3. The plan of entity conversion was adopted by the board of directors and submitted to the sole shareholder in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and:

- (a) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan of entity conversion were:

<u>Designation</u>	<u>Number of outstanding shares</u>	<u>Number of votes</u>
Common Stock	1,000	1,000

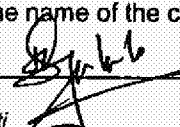
- (b) The total number of:

- (a) Votes cast for and against the plan by each voting group entitled to vote separately on the plan was:

<u>Voting group</u>	<u>Total votes FOR</u>	<u>Total votes AGAINST</u>
Common Stock	1,000	0

- (c) And the number cast for the plan by each voting group was sufficient for approval by that voting group.

Signed in the name of the corporation by:



Hardeep Gulati

June 21, 2016

Chief Executive Officer

07284979
